

# HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

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April 21, 1999

RECORDATION NO. 8638-F

FILED

APR 22 '99

2-50PM

TMS

Secretary  
Surface Transportation Board  
Room 704  
1925 K Street, NW  
Washington, DC 20423-0001

Dear Secretary:

Enclosed for recordation pursuant to statute and 49 CFR 1177 are two counterparts of a Memorandum of Lease Termination, dated as of March 15, 1999, and executed by Ford Credit Canada Limited and Canadian National Railway Company. The Lease is dated as of December 1, 1976. The units covered by the Lease are 144 flatcars, as more specifically described on Exhibit A, attached to this letter.

The Lease was recorded with the ICC on December 29, 1976 and assigned recordation number 8638-D.

The parties to the Lease are:

Lessor: Ford Motor Credit Company of Canada, Limited,  
nka Ford Credit Canada Limited

Lessee: Canadian National Railway Company

Enclosed is our check in the amount of \$26.

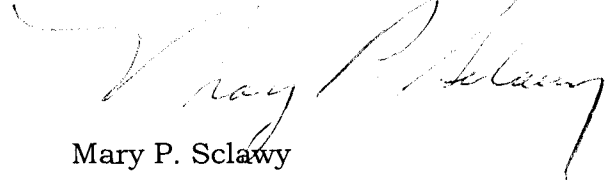
Please accept one counterpart of this document for filing, stamp the remaining counterpart with your recordation number and return it and the fee receipt to the

Secretary  
April 21, 1999  
Page 2

courier presenting this document for recordation or to the undersigned at the following address:

Mary P. Sclawy  
Hopkins & Sutter  
2800 Livernois  
Suite 220  
Troy, MI 48083-1240

Sincerely,

A handwritten signature in cursive script, appearing to read "Mary P. Sclawy", written in dark ink.

Mary P. Sclawy

Enclosure

cc: John A.N. Lamont: Re CN File Reference 2042-51

Exhibit A

Equipment Schedule

<u>Type</u>	<u>Quantity</u>	<u>Serial Numbers (inclusive)</u>
100-ton, 89' 4" flatcars built by Hawker Siddeley Canada Ltd.	77	CN639850-639882 639884-639899 639900-639927
100-ton, 89' 4" flatcars built by Hawker Siddeley Canada Ltd.	67	CN668000-668066
 Total	 144	

APR 22 '99

2-50PM  
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**MEMORANDUM OF LEASE TERMINATION**  
dated as of March 15, 1999 between **Ford Credit**  
**Canada Limited ("Ford")** and **Canadian National**  
**Railway Company ("CN")**.

**WHEREAS, Ford Motor Credit Company of Canada, Limited** (now known as Ford) as lessor and CN as lessee entered into a Lease of Railroad Equipment dated as of December 1, 1976 (the "Lease") covering the units of railroad rolling stock more particularly described in Exhibit A hereto (the "Equipment");

**IN WITNESS WHEREOF**, the parties wish to show for the public record that on December 29, 1991 the Lease was i) terminated, by Ford and CN, in accordance with its terms and ii) title to the Equipment was conveyed to CN and, accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized as of the day and year first above written.

**FORD CREDIT CANADA**  
**LIMITED**, as lessor

**CANADIAN NATIONAL**  
**RAILWAY COMPANY**,  
as lessee

By: [Signature]  
Its: Carol J. Cross

By: [Signature]  
Its: Sr. Manager, Asset Finance

Note: On December 29, 1976 at 12:40 P.M., the Lease was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to Section 20c of the Interstate Commerce Act (now 49 U.S.C. §11301) and assigned primary recordation number 8638-D.

On December 17, 1976 at 10:45 A.M., the Lease was deposited in the Office of the Registrar General of Canada pursuant to Section 86 (which became Section 90) of the Railway Act of Canada (now Section 105 of the Canada Transportation Act).

CN File Reference: 2042-51

PROVINCE OF ONTARIO

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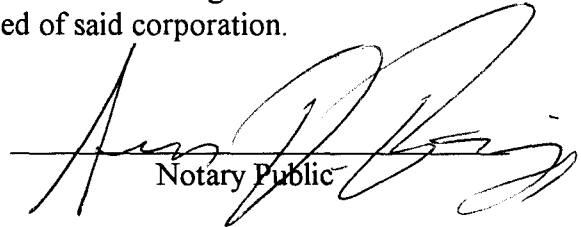
*In the matter of a Memorandum dated  
as of March 15, 1999.*

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CITY OF OAKVILLE

)

On this 29<sup>th</sup> day of March, 1999, before me personally appeared W. Edwards, to me personally known, who, being by me duly sworn, says that he / she is Credit and Lease Manager of Ford Credit Canada Limited, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he / she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

My commission expires: N/A

[Notarial Seal]

PROVINCE OF QUEBEC

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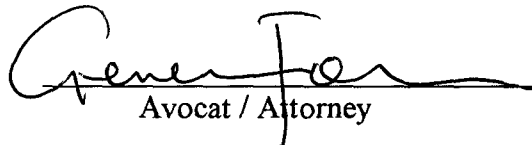
*In the matter of a Memorandum dated  
as of March 15, 1999.*

)

DISTRICT OF MONTREAL

)

On this 24th day of March, 1999, before me personally appeared John A.N. Lamont, to me personally known, who, being by me duly sworn, says that he is duly authorized to state that the foregoing instrument was signed on behalf of Canadian National Railway Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Avocat / Attorney

Bar # 190021-8

[Seal]



Exhibit A

Equipment Schedule

<u>Type</u>	<u>Quantity</u>	<u>Serial Numbers</u> <u>(inclusive)</u>
100-ton, 89' 4" flatcars built by Hawker Siddeley Canada Ltd.	77	CN639850-639882 639884-639899 639900-639927
100-ton, 89' 4" flatcars built by Hawker Siddeley Canada Ltd.	67	CN668000-668066
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